


IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE: AMENDMENT TO  
COURT OF CHANCERY RULE 174

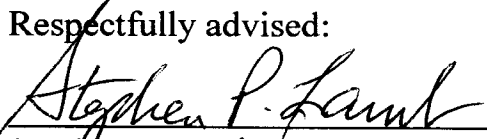
This 21st day of June, 2005, IT IS HEREBY ORDERED that  
Court of Chancery Rule 174 is amended, effective July 1, 2005, as follows:

Section titled "Designated Mediator's Compensation" under subparagraph (c)(2) of Rule 174 is deleted in its entirety and replaced with the following language:

If the mediator appointed is the Chancellor, one of the Vice Chancellors or the Master, the mediator shall not be compensated. Instead, a mediator's fee of \$2500 in total, checks payable to the Court of Chancery, shall be assessed against the parties as court costs, to be placed in a separate account maintained by the Court of Chancery, which shall be used from time to time in the discretion of the Court for mediation training and/or refunds or any other purposes as designated by the Chancellor. The mediator's fee of \$2500 may be waived or modified in the discretion of the presiding Chancellor, Vice Chancellor or Master.

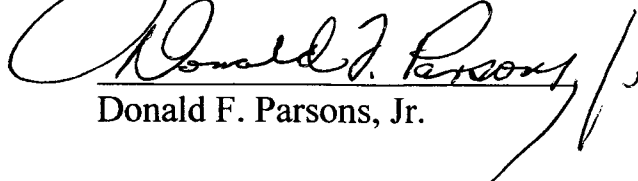
  
William B. Chandler III

Respectfully advised:

  
Stephen P. Lamb

  
Leo E. Strine, Jr.

  
John W. Noble

  
Donald F. Parsons, Jr.